

IN THE UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

FISHMAN HAYGOOD PHELPS
WALMSLEY, WILLIS & SWANSON,
L.L.P., *and all others similarly situated,*

Plaintiffs,

vs.

STATE STREET CORPORATION, STATE
STREET BANK & TRUST COMPANY,
STATE STREET BANK & TRUST
COMPANY OF NEW HAMPSHIRE, AND
STATE STREET GLOBAL ADVISORS,

Defendants.

CASE NO. 1:09-cv-10533-PBS

**DECLARATION OF THOMAS MOTLEY IN
SUPPORT OF DEFENDANTS' MOTION TO DISMISS**

1. I am the Head of U.S. Cash Management for State Street Global Advisors. I submit this declaration in support of the motion to dismiss submitted by State Street Corporation, State Street Bank and Trust Company of New Hampshire, and State Street Bank and Trust Company (along with its division State Street Global Advisors) ("State Street").
2. For the period January 1, 2007 through September 2008, the Trustee for the ABA Retirement Funds invested the cash collateral for the securities lending conducted by those Funds in the Quality D Short-Term Investment Fund ("Quality D").
3. Between September 2008 and September 2009, the Trustee for the ABA Retirement Funds also invested the cash collateral for the securities lending conducted by those Funds in Quality Trust for SSgA Funds ("Quality Trust").

4. As of December 31, 2008, the mark-to-market valuation for Quality D was \$0.9231 per unit, and the mark-to-market valuation for Quality Trust was \$0.9341 per unit.

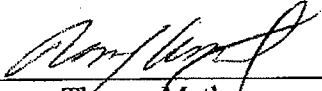
5. As of February 4, 2010, the mark-to-market valuation for Quality D was \$0.9900 per unit, and the mark-to-market valuation for Quality Trust was \$0.9850 per unit.

6. The net realized loss on investments reduced the annualized yield of Quality D in 2008 by approximately 3 to 4 basis points. E.g., in 2008, I sold securities in the Quality D portfolio that resulted in a net loss of \$14.88 million, which reduced the annualized yield of Quality D by .03 to .04 percent.

7. In April 2009, the Trustee for Quality Trust amended the investment guidelines to be consistent with Rule 2a-7 of the Investment Company Act of 1940 with respect to all securities purchased after the effective date of the amended guidelines. The Trustee amended the investment guidelines for Quality D to shorten the maximum option adjusted duration of variable-rate securities from 5 years to 2.5 years and the maximum option adjusted duration of fixed-rate securities from 30 months to 18 months, and to reduce the percentage of asset-backed securities in the portfolio from 50% to 25%.

8. I declare under penalty of perjury that the foregoing is true and correct.

Dated: Boston, Massachusetts
February 23, 2010



Thomas Motley

CERTIFICATE OF SERVICE

I hereby certify that on February 23, 2010, I caused a copy of the Declaration of Thomas Motley In Support of Defendants' Motion to Dismiss to be served electronically, via the electronic filing system, on the registered participants as identified on the Notice of Electronic Filing (NEF) and by first class mail on those indicated as non-registered participants.

/s/ Brad E. Konstandt
Brad E. Konstandt